

7004-a
RECORDATION NO. _____ Filed & Recorded

MAY 25 1973 -9 40 AM

INTERSTATE COMMERCE COMMISSION

April 18, 1973

TRANSFER AGREEMENT

First National State Bank of New Jersey
550 Broad Street
Newark, New Jersey

The undersigned has recently acquired the used railroad equipment described in Annex I hereto (hereinafter called the Hulks) from Seaboard Coast Line Railroad Company (hereinafter called the Railroad) and desires to have such Hulks reconstructed. The undersigned hereby agrees with you as follows:

1. In order to cause the Hulks to be reconstructed and sold to us by you on conditional sale, the undersigned hereby assigns and transfers to you, without warranties as to title or workmanship, security title to the Hulks.

2. You will hold security title under and pursuant to the Reconstruction and Conditional Sale Agreement dated as of March 15, 1973 (hereinafter called the Agreement), among you, the Railroad and us and you will request that the Hulks be reconstructed, pursuant thereto in accordance with the specifications referred to in Schedule A thereto. In accordance with the Agreement the undersigned has caused the Hulks to be delivered to the Railroad on your behalf.

3. Upon completion of the reconstruction, the reconstructed Hulks will be delivered and conditionally sold by you to us in accordance with the Agreement.

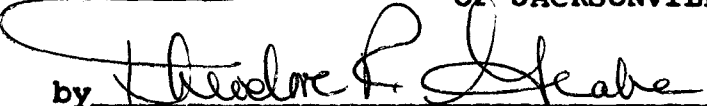
4. If Hulks are excluded from the Agreement you shall reassign to us your interest in such Hulks, without warranty.

5. It is understood and agreed that this Agreement is being entered into solely to permit you to effectuate the foregoing and your interests in the Hulks, in present form or as reconstructed, is a security interest and that we shall at all times be the beneficial owner of the same.

If the foregoing is in accordance with your understanding, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us.


Very truly yours,

THE ATLANTIC NATIONAL BANK
OF JACKSONVILLE

by 
Vice President


[SEAL]

Attest:

by 
Assistant ~~Secretary~~ Cashier

ACCEPTED:

FIRST NATIONAL STATE BANK OF NEW JERSEY,

by 
Vice President

STATE OF FLORIDA)
) ss.:
 COUNTY OF DUVAL)

On this 10th day of May 1973, before me personally appeared Theodore R. Grabe, to me personally known, who, being by me duly sworn, says that he is a Vice President of The Atlantic National Bank of Jacksonville, that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and each of whom acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

Betty Sanford

 Notary Public

[NOTARIAL SEAL]

My Commission expires

Notary Public, State of Florida at Large
 My Commission Expires Jan. 3, 1975
 Bonded By American Fire & Casualty Co.

ANNEX I

Description of Hulks

Sixty-seven (67) used covered hopper cars

bearing SCL road numbers:

686106	686351	686537	686731	686860	686955
686129	686358	686552	686747	686883	687038
686148	686359	686564	686768	686892	687054
686158	686365	686608	686770	686893	687065
686191	686368	686637	686775	686899	687074
686213	686434	686647	686784	686906	687147
686229	686473	686669	686800	686914	687152
686240	686492	686674	686811	686915	687229
686255	686516	686692	686818	686925	687235
686276	686517	686716	686832	686941	687246
686315	686529	686719	686845	686942	687298
686334					

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